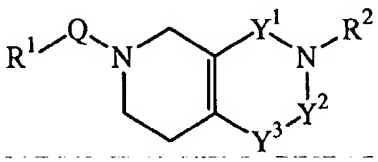
## AMENDMENT TO THE CLAIMS

The following listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

**Claim 1 (currently amended).** A compound of Formula I



I

or a pharmaceutically acceptable salt thereof, or a pyrido-N-oxide thereof, wherein:

$R^1$ is independently selected from:

$C_5$ or $C_6$ cycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted $C_5$ or $C_6$ cycloalkyl-($C_1$-$C_8$ alkylenyl);

$C_8$-$C_{10}$ bicycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted $C_8$-$C_{10}$ bicycloalkyl-($C_1$-$C_8$ alkylenyl);

5- or 6-membered heterocycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted 5- or 6-membered heterocycloalkyl-($C_1$-$C_8$ alkylenyl);

8- to 10-membered heterobicycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted 8- to 10-membered heterobicycloalkyl-($C_1$-$C_8$ alkylenyl);

Phenyl-($C_1$-$C_8$ alkylenyl);

Substituted phenyl-($C_1$-$C_8$ alkylenyl);

Naphthyl-($C_1$-$C_8$ alkylenyl);

Substituted naphthyl-($C_1$-$C_8$ alkylenyl);

5- or 6-membered heteroaryl-($C_1$-$C_8$ alkylenyl);

Substituted 5- or 6-membered heteroaryl-($C_1$-$C_8$ alkylenyl);

8- to 10-membered heterobiaryl-($C_1$-$C_8$ alkylenyl);

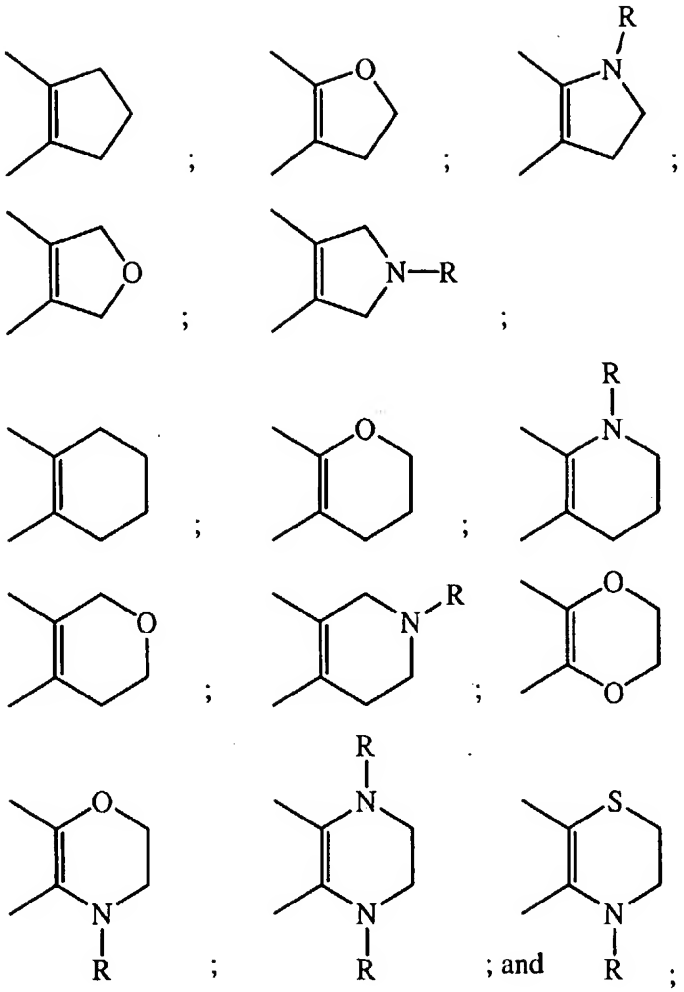
Substituted 8- to 10-membered heterobiaryl-($C_1$-$C_8$ alkylenyl);

~~Phenyl~~;

Amend 1, 8

$R_1$ is not Phenyl

Ex-A



R is H or $C_1$-$C_6$ alkyl;

G is $CH_2$; O, S, S(O); or $S(O)_2$;

m is an integer of 0 or 1;

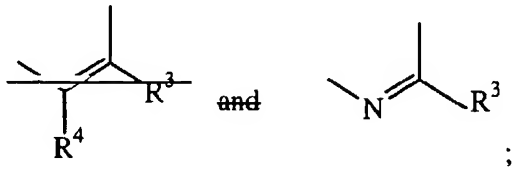
$Y^1$ is ~~$CH_2$, C(O), or $S(O)_2$~~;

~~$Y^2$ is C(O);~~

~~$Y^3$ is $N(R^4)$; or~~

Ex A

$Y^2$ and $Y^3$ ~~may be~~ are taken together to form a diradical group ~~selected from~~:



$R^3$ is independently selected from the groups:

H;

$CH_3$;

$CH_3O$;

$CH{=}CH_2$;

HO;

$CF_3$;

CN;

F; and

Cl;

~~$R^4$ is independently selected from the groups:~~

H;

$CH_3$;

$CH_3O$;

HO;

$CF_3$; and

CN; and

~~wherein $R^4$ is bonded to a carbon atom, $R^4$ may further independently~~ be

~~halo or $CO_2H$;~~

Q is selected from:

OC(O);

$CH(R^5)C(O)$;

~~$OC(NR^5)$;~~

$CH(R^5)C(NR^5)$;

~~$N(R^5)C(O)$;~~

~~$N(R^5)C(S)$;~~

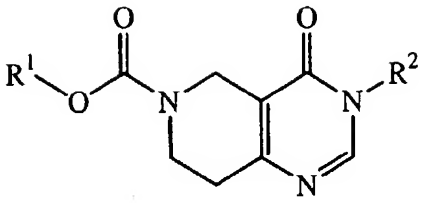
~~$N(R^5)C(NR^5)$;~~

$CH_2N(R^5)$;

~~SC(O);~~

$CH(R^5)C(S)$;

~~$SC(NR^5)$;~~



III

or a pharmaceutically acceptable salt thereof, or a pyrido-N-oxide thereof

wherein:

$R^1$ is independently selected from:

$C_5$ or $C_6$ cycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted $C_5$ or $C_6$ cycloalkyl-($C_1$-$C_8$ alkylenyl);

$C_8$-$C_{10}$ bicycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted $C_8$-$C_{10}$ bicycloalkyl-($C_1$-$C_8$ alkylenyl);

5- or 6-membered heterocycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted 5- or 6-membered heterocycloalkyl-($C_1$-$C_8$ alkylenyl);

8- to 10-membered heterobicycloalkyl-($C_1$-$C_8$ alkylenyl);

Substituted 8- to 10-membered heterobicycloalkyl-($C_1$-$C_8$ alkylenyl);

Phenyl-($C_1$-$C_8$ alkylenyl);

Substituted phenyl-($C_1$-$C_8$ alkylenyl);

Naphthyl-($C_1$-$C_8$ alkylenyl);

Substituted naphthyl-($C_1$-$C_8$ alkylenyl);

5- or 6-membered heteroaryl-($C_1$-$C_8$ alkylenyl);

Substituted 5- or 6-membered heteroaryl-($C_1$-$C_8$ alkylenyl);

8- to 10-membered heterobiaryl-($C_1$-$C_8$ alkylenyl);

Substituted 8- to 10-membered heterobiaryl-($C_1$-$C_8$ alkylenyl);

EX-A ~~Phenyl~~;

Substituted phenyl;

Naphthyl;

Substituted naphthyl;

5- or 6-membered heteroaryl;

Substituted 5- or 6-membered heteroaryl;

8- to 10-membered heterobiaryl; and

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 2-methoxy-pyridin-4-ylmethyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 3-methoxy-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-methoxy-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-fluoro-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-chloro-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-bromo-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-iodo-benzyl ester;

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-dimethylamino-benzyl ester; and

3-Benzyl-4-oxo-3,5,7,8-tetrahydro-4H-pyrido[4,3-d]pyrimidine-6-carboxylic acid 4-methylsulfanyl-benzyl ester; or

a pharmaceutically acceptable salt thereof.

**Claim 10 (original).** A pharmaceutical composition, comprising a compound according to Claim 1, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

**Claim 11 (currently amended).** A pharmaceutical composition ~~according to Claim 10,~~ comprising a compound ~~according to~~ as in Claim 7 or 9, or a pharmaceutically acceptable salt thereof, admixed with a pharmaceutically acceptable carrier, excipient, or diluent.

**Claim 12 (original).** A method for treating arthritis, comprising administering to a patient suffering from an arthritis disease a nontoxic antiarthritic effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

**Claim 13 (original).** The method according to Claim 12, wherein the arthritis is osteoarthritis or rheumatoid arthritis.

**Claim 14 (currently amended).** ~~The method according to Claim 13, wherein the compound according to Claim 1 is a compound according to as in Claim 7 or~~ A method for treating osteoarthritis or rheumatoid arthritis, comprising administering to a patient in need thereof, a therapeutically effective amount of a compound according to claim 7 or 9, or a pharmaceutically acceptable salt thereof.

**Claim 15 (new).** The compound according to Claim 1, wherein Q is $CH(R^5)C(O)$.

**Claim 16 (new).** The compound according to Claim 1, wherein $R^1$ is substituted phenyl-($C_1$-$C_8$ alkylenyl).